

Ng Kin Fai
Form SC 13G/A
February 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.2)*

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

654407105

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-06)

Page 1 of 6 pages

CUSIP No. 654407105

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Edgar Filing: Ng Kin Fai - Form SC 13G/A

Kin Fai Ng

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Not Applicable

3. SEC Use Only

4. Citizenship or Place of Organization

Hong Kong Special Administrative Region

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person With:

5. Sole Voting Power 661,975 ordinary shares (Note)

6. Shared Voting Power None

7. Sole Dispositive Power 661,975 ordinary shares (Note)

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

661,975 ordinary shares (Note)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 1.9%

12. Type of Reporting Person (See Instructions)

IN

Edgar Filing: Ng Kin Fai - Form SC 13G/A

Note: Includes (i) 634,411 ordinary shares through the Reporting Person's 100% ownership of Oriental Plan Developments Limited and (ii) 27,564 ordinary shares underlying the Reporting Person's share options that are currently exercisable or exercisable within 60 days of the date of this filing. In April 2006, the Reporting Person transferred 3,831,301 ordinary shares of the Issuer to Shuang Wang.

Item 1.

- (a) Name of Issuer:

Ninetowns Internet Technology Group Company Limited

- (b) Address of Issuer's Principal Executive Offices

5th Floor, Union Plaza

20 Chaowai Street, Chaoyang District

Beijing 100020, People's Republic of China

Item 2.

- (a) Name of Person Filing

Kin Fai Ng

- (b) Address of Principal Business Office or, if none, Residence

c/o Ninetowns Internet Technology Group Company Limited

5th Floor, Union Plaza

20 Chaowai Street, Chaoyang District

Beijing 100020, People's Republic of China

- (c) Citizenship

Hong Kong Special Administrative Region

- (d) Title of Class of Securities

Ordinary Shares

- (e) CUSIP Number

654407105

Item 3. Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

661,975 ordinary shares (Note)

- (b) Percent of class:

1.9%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

661,975 ordinary shares (Note)

-
- (ii) Shared power to vote or to direct the vote:

None

Edgar Filing: Ng Kin Fai - Form SC 13G/A

- (iii) Sole power to dispose or to direct the disposition of :
661,975 ordinary shares (Note)
- (iv) Shared power to dispose or to direct the disposition of :
None

Note: Includes (i) 634,411 ordinary shares through the Reporting Person's 100% ownership of Oriental Plan Developments Limited and (ii) 27,564 ordinary shares underlying the Reporting Person's share options that are currently exercisable or exercisable within 60 days of the date of this filing. In April 2006, the Reporting Person transferred 3,831,301 ordinary shares of the Issuer to Shuang Wang.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

Signature: /s/ Kin Fai Ng

Kin Fai Ng